

BYLAWS
OF
THE GENERAL MEADE SOCIETY OF PHILADELPHIA, INC.
(as amended 6/11/2015)

ARTICLE I.

PURPOSE AND STATUS

Section 1. The formal name of this non-membership corporation shall be The General Meade Society of Philadelphia, Inc. Participants to the corporation shall be referred to as “members” as prescribed in Article IV.

Section 2. The purpose of The General Meade Society of Philadelphia, Inc., is to engage in lawful non-profit charitable, educational, historical and informational activity to promote the legacy of Major General George Gordon Meade (1815-1872), United States Army and the American Civil War.

Section 3. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

Section 4. Notwithstanding any other provision(s) the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax or corporation contributions to which are deductible under sections 501 (c3) and 170 (c2) of the Internal Revenue Code of 1986 (as amended) or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE II.

BOARD OF DIRECTORS

Section 1. *General Powers.* The business and affairs of the corporation shall be managed by its Board of Directors.

Section 2. *Number, Term and Qualifications.* The number of Board Members shall be 17. The Board shall be elected by the Board of Directors at the April Meeting. Each director shall serve a term of one (1) year or until their successors are duly appointed. Any individual eighteen (18) years of age or older, who is a “member” in good standing, may be elected to the Board.

Section 3. *Alternate Directors.* Candidates for election to the Board who receive votes, but are not elected to fill the number of seats determined by the Board, may be appointed by the Board as Alternate Board Members. Alternate Directors will act as Board Members when a quorum is not present at Meetings as prescribed in Article VII.

Section 4. *Duties.* Directors shall attend at Board meetings to conduct Corporation business, fill Officer and Board vacancies, nominate Officers and Directors and form committees. In order to ensure a quorum, all Directors are asked to attend at least five (5) meetings annually. Directors who cannot attend at least five (5) meetings annually may be subject to recall by the Board.

Section 5. *Resignation.* Any Director may resign at any time. Such resignation shall be made in writing and take effect at the time specified in the resignation.

Section 6. *Vacancies.* Any vacancy occurring on the Board shall be filled by an affirmative vote at a meeting of the remaining Directors, even if constituting less than a quorum. The Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 7. *Committees.* The Board, by resolution adopted by a majority of the Directors present at a meeting at which a quorum is present, may form committees and appoint corporation “members” in good standing to these committees for the purpose of advising the Board on all matters related to the corporation as prescribed in Article V.

ARTICLE III.

OFFICERS

Section 1. *Officers and Terms.* The Officers of the corporation shall comprise the Executive Committee. The Committee shall consist of a President, Vice-President, Corresponding Secretary, a Recording Secretary and a Treasurer. They shall be nominated and elected by the Board of Directors and shall serve a term of one (1) year or until their successors are duly elected. Officers shall turn over all records, documents and minutes to their successors when they leave office.

Section 2. *Other Officers.* The Board of Directors may appoint such Officers at its discretion who shall hold their offices and perform their duties as determined by the Board.

Section 3. *Resignation.* Any Officer may resign at any time. Such resignation shall be made in writing and take effect at the time specified in the resignation.

Section 4. *Vacancies.* Any Officer vacancies may be filled by the affirmative quorum vote at a meeting of the Board of Directors. The officer elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 5. *President.* The President shall be the chief executive officer of the corporation, Chairman of the Board of Directors and carry out the general duties and powers of supervision and management usually vested in the office of President of a corporation. The President shall preside at all meetings of the Board, Executive Committee and "members". If absent, the President will appoint another officer to preside at these meetings.

Section 6. *Vice-President.* The Vice-President shall have such powers and perform such duties as assigned to this office by the Board of Directors.

Section 7. *Corresponding Secretary.* The Corresponding Secretary shall be responsible for all mailings, maintenance of a list of “members”, notice of all meetings and all other notices required by these bylaws. In the absence of the Corresponding Secretary the duties shall be carried out by any “member” as directed by the President.

Section 8. *Recording Secretary.* The Recording Secretary shall record all the proceedings of the meetings of the corporation and read such at all future meetings.

Section 9. *Treasurer.* The Treasurer shall have the custody of the corporate funds and securities, keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and deposit all moneys and other valuables in the name and to the credit of the corporation in such depositories designated by the Board of Directors.

Section 10. *Other Officer Duties.* The Board of Directors may, at its discretion, assign to any officer other duties that are in the best interest of the corporation.

ARTICLE IV.

“MEMBERS”

Section 1. *“Members”.* Participants to the corporation shall be referred to as “members”. “Members” in good standing are those who subscribe to the corporation purpose and pay dues annually to the corporation.

Section 2. *Change in Suggested Dues.* The Board of Directors shall determine at the April meeting if any change in the suggested amounts are necessary.

Section 3. *Participation.* All “members” will receive copies of the corporation’s newsletter and receive invitations to all corporation events and meetings.

Section 4. *Forfeiture of Participation.* Forfeiture of participation by “members” shall be assumed if no annual dues have been received and recorded.

ARTICLE V.

COMMITTEES

Section 1. *Standing Committees.* The following suggested standing committees shall be formed:

- a. Annual Scholarship
- b. Living History
- c. Historical Preservation
- d. Special Events
- e. Living History Preservation
- f. Merchandise
- g. Website

Section 2. *Appointments.* Committee members shall be appointed as prescribed in Article II. Section 5.

ARTICLE VI.

FISCAL MANAGEMENT

Section 1. *Fiscal Year.* The fiscal year of the corporation shall begin on May 1st and end on April 30th of each year.

Section 2. *Instruments.* All checks, drafts or other orders for the payment of money, notes, other evidences of indebtedness issues in the name of the corporation shall be signed by an officer or officers, agent(s) of the corporation and in such manner as shall be determined from time to time by resolution of the Board of Directors.

Section 3. *Compensation and Reimbursements.* No part of the net earning of the corporation shall inure to the benefit of, or be distributed to its "members", directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the corporation's exempt purposes.

Section 4. *Dissolution.* Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c3) of the Internal Revenue Code of 1986 (as amended) as the Board of Directors shall determine.

ARTICLE VII.

MEETINGS

Section 1. *Monthly Meetings.* Regular monthly meetings of the corporation for the purpose of conducting regular business and election of officers and directors, shall be held on the second Thursday of each month at a place and time designated by the Executive Committee. Monthly meetings shall be open to all “members” of the corporation.

Section 2. *Annual Meeting.* The April monthly meeting will be the corporation’s Annual Meeting.

Section 3. *Special Meetings.* Special meetings of the “members” for any purpose may be directed by the President or requested in writing by a majority of the directors or “members”. Such a request shall be in writing and state the purpose of the proposed meeting. Once approved and scheduled by the Board of Directors, special meetings will be called by the Corresponding Secretary.

Section 4. *Quorum.* Except as otherwise required by law, by the Certification of Incorporation or by these bylaws, the presence, in person or by proxy, at least one half plus one Board Members shall constitute a quorum at a meeting for the transaction of business.

Section 5. *Voting.* Each “member” entitled to vote in accordance with the terms and provisions of the certificate of corporation and these bylaws shall be entitled to one vote, in person or by proxy.

Section 6. “*Members*”. The Corresponding Secretary, who has charge of the “membership” list of the corporation, shall at least ten (10) days before each meeting of the “members” prepare a complete, alphabetical list of the “members” entitled to vote at the ensuing election.

ARTICLE VIII.

AMENDMENTS

Section 1. *Amendments*. These bylaws may be altered and repealed at any meeting of the “members” or the Board of Directors by the affirmative vote of a majority of the “members” entitled to vote.

CERTIFICATION

In testimony whereof, the following officers have signed these Bylaws this 11th day of June, 2015.

Anthony Waskie, President

Gerald McCormick, Treasurer